

RECORDATION NO. 23050-W FILED

MAR 21 '07 -3 02 PM

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SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

20036

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March 21, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of February 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Schedule previously filed with the Board under Recordation Number 23050-U

The name and address of the party to the enclosed document are:

Seller: The CIT Group/Equipment Financing, Inc.
505 Fifth Avenue
New York, NY 10017

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B.
Maryville, IL 62062]

Mr. Vernon A. Williams
March 21, 2007
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A description of the railroad equipment covered by the enclosed document is:

72 covered hopper railcars within the series CEFX 15073 – CEFX 154276 and GRPX 944004 - GRPX 944578 as more particularly set forth in the equipment schedule attached to the document.

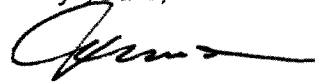
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The CIT Group/Equipment Financing, Inc. ("Seller"), does hereby sell, transfer and assign to MIDWEST RAILCAR CORPORATION ("Buyer"), all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto (the "Equipment"), subject to the terms and conditions of the Master Purchase and Sale Agreement, dated as of March 28, 2007 (the "Purchase Agreement"), between Seller and Buyer.

Seller represents and warrants to Buyer and its successors and assigns that at the time of delivery to Buyer of this Bill of Sale, Seller has good, valid and marketable title to the Equipment, and good and lawful right to sell the Equipment, and the Equipment is free and clear of all Liens (as defined in the Purchase Agreement), other than as described in Section 3.3 of the Purchase Agreement.

The CIT Group/Equipment Financing, Inc.

By: M. Roy Gosse

Name: M. Roy Gosse

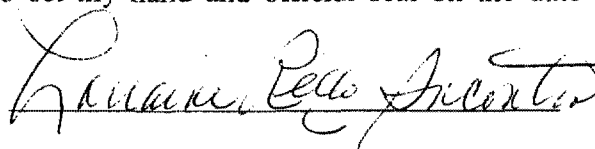
Title: Vice President

Date: _____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this, the 16 day of March, 2007, before me, a Notary Public in and for said County and State, personally appeared M. Roy Gosse, a Vice President of The CIT Group/Equipment Financing, Inc., who acknowledged himself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



LORRAINE RELLO INCONTRO
Notary Public, State of New York
No. 31-4768359
Qualified in Nassau County
Certificate Filed in New York County
Terms Expires November 30, 2012

SCHEDULE 1

DESCRIPTION OF RAILCARS

Number of Cars

Equipment Description

72 4,750 C.F. covered hopper car with gravity gates and trough hatches

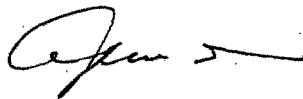
1. CEFX	15073	39CEFX	154137
2. CEFX	15141	40CEFX	154143
3. CEFX	15189	41CEFX	154148
4. CEFX	15232	42CEFX	154150
5. CEFX	15270	43CEFX	154155
6. CEFX	15308	44CEFX	154159
7. CEFX	15314	45CEFX	154160
8. CEFX	15334	46CEFX	154168
9. CEFX	15336	47CEFX	154181
10CEFX	15423	48CEFX	154192
11CEFX	15715	49CEFX	154194
12CEFX	15745	50CEFX	154196
13CEFX	15752	51CEFX	154205
14CEFX	15765	52CEFX	154211
15CEFX	15766	53CEFX	154213
16CEFX	15767	54CEFX	154215
17CEFX	15777	55CEFX	154216
18CEFX	17175	56CEFX	154218
19CEFX	151630	57CEFX	154235
20CEFX	151651	58CEFX	154237
21CEFX	151667	59CEFX	154238
22CEFX	151928	60CEFX	154253
23CEFX	151948	61CEFX	154276
24CEFX	151979	62GRPX	944004
25CEFX	152326	63GRPX	944031
26CEFX	152345	64GRPX	944040
27CEFX	152502	65GRPX	944045
28CEFX	152519	66GRPX	944087
29CEFX	152522	67GRPX	944129
30CEFX	152525	68GRPX	944248
31CEFX	152532	69GRPX	944271
32CEFX	152543	70GRPX	944369
33CEFX	154095	71GRPX	944573
34CEFX	154114	72GRPX	944578
35CEFX	154123		
36CEFX	154127		
37CEFX	154133		
38CEFX	154135		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/21/07



Robert W. Alvord